

**Amendment to Program Information**

**Bank of America Corporation**

## AMENDMENT TO PROGRAM INFORMATION

Type of Information:	Amendment to Program Information
Date of Announcement:	February 28, 2022
Issuer Name:	Bank of America Corporation
Name and Title of Representative:	Karim Kajani Director
Address of Head Office:	Bank of America Corporate Center 100 N. Tryon Street Charlotte, North Carolina 28255 U.S.A.
Telephone:	+1 980 388 2928
Liaison Contact:	Attorney-in-Fact: Kazuhiro Yoshii, Attorney-at-law Yasunari Fuke, Attorney-at-law Kimiko Inoue, Attorney-at-law Junichiro Nishimura, Attorney-at-law Tsubasa Shimizu, Attorney-at-law  Anderson Mori & Tomotsune Address: Otemachi Park Building 1-1, Otemachi 1-chome Chiyoda-ku, Tokyo  Telephone: (03) 6775-1000
Type of Securities:	Notes
Address of Website for Announcement:	<a href="https://www.jpjx.co.jp/equities/products/tpbm/announcement/index.html">https://www.jpjx.co.jp/equities/products/tpbm/announcement/index.html</a>
Name of Arranger	Merrill Lynch International
Status of Submission of Annual Securities Reports or Issuer Filing Information:	Bank of America Corporation has continuously submitted Annual Securities Reports for more than one year. See such Annual Securities Reports and other reports filed by the Issuer in Japan which are available at the website <a href="https://disclosure.edinet-fsa.go.jp/">https://disclosure.edinet-fsa.go.jp/</a> .  See also reports filed by the Issuer with the U.S. Securities and Exchange Commission which are available at the website <a href="https://www.sec.gov/">https://www.sec.gov/</a> .
Information on initial Program Information:	
Date of Announcement:	March 5, 2021
Scheduled Issuance Period:	March 7, 2021 to March 6, 2022
Maximum Outstanding Issuance Amount:	U.S.\$65,000,000,000

This amendment, consisting of this cover page and the Supplement dated February 24, 2022 to the Base Prospectus dated May 13, 2021 (and including, for the avoidance of doubt, the Offering Circular dated May 13, 2021 included therein), is filed to update the information included in the Program Information dated March 5, 2021 as amended by the amendments dated April 19, 2021, May 6, 2021, May 31, 2021, July 2, 2021, July 16, 2021, August 3, 2021, September 14, 2021, October 18, 2021, November 2, 2021 and January 21, 2022 (“Original Program Information”). This amendment shall be read together with the Original Program Information.

SUPPLEMENT DATED FEBRUARY 24, 2022



**Bank of America Corporation**  
**U.S. \$65,000,000,000**  
**Euro Medium-Term Note Program**

This supplement (the "**Supplement**"), which supplements the Base Prospectus dated May 13, 2021 (the "**Original Base Prospectus**") (as supplemented by the Supplementary Base Prospectuses dated July 1, 2021, July 15, 2021, August 2, 2021, September 13, 2021, October 15, 2021, November 1, 2021 and January 20, 2022, the "**Base Prospectus**"), which together comprise a base prospectus for the purposes of Article 8 of Regulation (EU) 2017/1129 as it forms part of domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (the "**EUWA**") and the regulations made under the EUWA (as amended, the "**UK Prospectus Regulation**"), constitutes a supplementary prospectus for the purposes of Article 23 of the UK Prospectus Regulation and is prepared in connection with the U.S. \$65,000,000,000 Euro Medium-Term Note Program (the "**Program**") of Bank of America Corporation (the "**Issuer**"). Terms defined in the Base Prospectus have the same meaning when used in this Supplement.

This Supplement is supplemental to, and shall be read in conjunction with, the Base Prospectus. To the extent that there is any inconsistency between any statement in this Supplement and any other statement in or incorporated by reference into the Base Prospectus, the statements in this Supplement will prevail.

This Supplement has been approved by the United Kingdom Financial Conduct Authority (the "**FCA**"), as competent authority under the UK Prospectus Regulation. The FCA only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation and such approval should not be considered as an endorsement of the Issuer that is the subject of this Supplement.

The purpose of this Supplement is to incorporate by reference the Issuer's annual report on Form 10-K dated February 22, 2022 (the "**2021 Form 10-K**") for the fiscal year ended December 31, 2021.

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer, the information contained in this Supplement is in accordance with the facts and this Supplement makes no omission likely to affect its import.

Save as disclosed in this Supplement or in the document incorporated by reference in, and forming part of, this Supplement, no other significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen or been noted, as the case may be, since the publication of the Base Prospectus as supplemented from time to time.

***Incorporation by reference of the 2021 Form 10-K***

The 2021 Form 10-K was filed with the United States Securities and Exchange Commission (the "**SEC**") on February 22, 2022 and with the Financial Conduct Authority. Pages 1 to 179, page 608\* (being Exhibit 21) and pages 610\* to 611\* (being Exhibit 24) of the 2021 Form 10-K shall be deemed to be incorporated by reference into, and form part of, this Supplement. For the purposes of the UK Prospectus Regulation and this Supplement, any information or other documents incorporated by reference, either expressly or implicitly, into the 2021 Form 10-K, or not deemed to have been filed as part of the 2021 Form 10-K under the rules of the SEC, do not form part of this Supplement. Information in the 2021 Form 10-K which is not incorporated by reference into the Base Prospectus is either not relevant for the investor or is covered elsewhere in the Base Prospectus.

\* These page numbers are references to the PDF pages included in the 2021 Form 10-K.

***Updating of the section entitled Selected Financial Data***

The section entitled "Selected Financial Data" on pages 54 to 55 of the Base Prospectus shall be updated with the following information:

"The following table contains the Issuer's selected financial data as of December 31, 2021 and 2020, and for each of the years in the three years ended December 31, 2021 extracted from the Issuer's audited financial statements, which were prepared in conformity with accounting principles generally accepted in the United States.

	<b><u>Year Ended December 31</u></b>		
	<b><u>2021</u></b>	<b><u>2020</u></b>	<b><u>2019</u></b>
	<b>(Dollars in millions, except per share information)</b>		
<b>Income Statement:</b>			
Interest income	\$47,672	\$51,585	\$71,236
Interest expense	4,738	8,225	22,345
Net interest income	42,934	43,360	48,891
Noninterest income	46,179	42,168	42,353
Total revenue, net of interest expense	89,113	85,528	91,244
Provision for credit losses	(4,594)	11,320	3,590
Noninterest expense	59,731	55,213	54,900
Income before income taxes	33,976	18,995	32,754
Income tax expense	1,998	1,101	5,324
Net income	31,978	17,894	27,430
Net income applicable to common shareholders	\$30,557	\$16,473	\$25,998
Average common shares issued and outstanding (in millions)	8,493.3	8,753.2	9,390.5
Average diluted common shares issued and outstanding (in millions)	8,558.4	8,796.9	9,442.9
<b>Per common share information:</b>			
Earnings	\$3.60	\$1.88	\$2.77
Diluted earnings	3.57	1.87	2.75
Dividends paid	0.78	0.72	0.66

	<b><u>December 31</u></b>	
	<b><u>2021</u></b>	<b><u>2020</u></b>
	<b>(Dollars in millions, except percentages)</b>	
<b>Balance Sheet (period-end):</b>		
Total loans and leases	\$979,124	\$927,861
Total assets	3,169,495	2,819,627
Total deposits	2,064,446	1,795,480
Long-term debt	280,117	262,934
Total shareholders' equity	270,066	272,924
Allowance for loan and lease losses as a percentage of total loans and leases outstanding	1.28%	2.04%
Total ending equity to total ending assets	8.52%	9.68%

### Share Capital

As of December 31, 2021, the issued and outstanding common stock of BAC equalled 8,077,831,463 shares, \$0.01 par value, fully paid, which shares and additional paid in capital equalled approximately \$62.398 billion. As at the date of this Base Prospectus, the authorised common stock of BAC is 12,800,000,000 shares.

As of December 31, 2021, the issued and outstanding preferred stock of BAC equalled 3,939,686 shares, \$0.01 par value, fully paid, with an aggregate liquidation preference of approximately \$24.708 billion. The authorised preferred stock of BAC is 100,000,000 shares.

### **Dividends**

The following cash dividends per share of common stock of BAC were paid for each of the five consecutive fiscal years ended December 31:

<u>Fiscal Year</u>	<u>Dividend per share</u>
2021	\$0.78
2020	\$0.72
2019	\$0.66
2018	\$0.54
2017	\$0.39

### ***Updating of the section entitled General Information***

By virtue of this Supplement, the information contained within the "General Information" section of the Base Prospectus, on pages 118 to 119 at paragraph 5 entitled "Significant Change and Material Adverse Change", shall be updated with the following information:

"There has been no significant change in the financial position or financial performance of the Issuer on a consolidated basis since December 31, 2021 which is the date of the most recently published financial statements of the Issuer.

There has been no material adverse change in the prospects of the Issuer on a consolidated basis since December 31, 2021."

### ***Documents available for inspection***

The Issuer will provide, without charge, to each person to whom a copy of this Supplement has been delivered, upon the oral or written request of such person, a copy of the document incorporated herein by reference. Written requests for such document should be directed to: Bank of America Corporation, Bank of America Corporate Center, 100 North Tryon Street, Charlotte, North Carolina 28255-0065, Attention: Fixed Income Investor Relations or [fixedincomeir@bankofamerica.com](mailto:fixedincomeir@bankofamerica.com). Telephone requests may be directed to +1-866-607-1234 (toll free) or +1-212-449-6795. The Issuer's filings with the SEC are available through the SEC's website at [www.sec.gov](http://www.sec.gov). This Supplement shall be available on or around the date hereof in electronic form at <https://www.londonstockexchange.com/exchange/news/market-news/marketnews-home.html>. Except as specifically incorporated by reference into this Supplement, information on any website does not form part of this Supplement.

This Supplement also supplements the Offering Circular dated May 13, 2021 (as supplemented, the "**Offering Circular**") for the purposes of Non-PR Notes admitted to trading on the ISM. For such purposes, references herein to "Base Prospectus" shall be deemed to be references to the Offering Circular as the context so requires.